

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ALTAGRACIA PEGUERO,

Plaintiff,

v.

AMERICAN EXPRESS COMPANY,
INC., THE SKLOVER GROUP, INC.

Defendant,

Civil Action No. 05-10995-RCL

AMERICAN EXPRESS COMPANY,
INC.,

Cross-Claim Plaintiff,

v.

FEDERAL INSURANCE COMPANY and
THE SKLOVER GROUP INC.,

Cross-Claim Defendants.

**DEFENDANT FEDERAL INSURANCE COMPANY’S MOTION
FOR LEAVE TO FILE UNDER SEAL MEMORANDUM OF LAW IN SUPPORT
OF MOTION TO DISMISS AND FOR PROTECTIVE ORDER, AND TO DEFER
FILING OF SUCH MEMORANDUM PENDING RULING ON THIS MOTION**

Pursuant to Local Rule 7.2, cross-claim defendant Federal Insurance Company (“Federal”) respectfully moves this Court for leave to file under seal its memorandum of law and accompanying exhibits in support of Federal’s Motions to Dismiss and for a Protective Order Staying Discovery, filed today with the Court. Federal further moves to defer filing of such memorandum of law and exhibits pending determination of this motion, in accordance with Local Rule 7.2(d).

Federal’s memorandum of law relies upon and partially quotes from a Marketing Agreement between American Express and third-party defendant HealthExtras, Inc. (“HealthExtras”). The Marketing Agreement, produced by American Express, has been

designated “Confidential” pursuant to the Stipulated Protective Order signed by the parties and entered by the Court on April 28, 2006. Consistent with the Marketing Agreement’s current “Confidential” designation under the Stipulated Protective Order, the Court should permit Federal to file its memorandum of law and accompanying exhibits under seal until further order of the Court or the termination of this case. Immediately upon expiration of the impoundment order, Federal will retrieve and take custody of this document.

Third-party defendant HealthExtras submitted an unopposed motion with this Court on June 2, 2006, to file under seal a copy of the Marketing Agreement.

By its attorneys,

/s/ Mark Corner

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Attorneys for Defendant Federal Insurance Company

CERTIFICATION PURSUANT TO LOCAL RULE 7.1(A)

Mark W. Corner, counsel of record for the Defendant Federal Insurance Company, hereby certifies that on June 5, 2006, Danielle M. Aguirre of the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP, co-counsel to Federal Insurance Company, conferred by telephone with John F. Farraher, counsel to American Express, in an effort in good faith to resolve or narrow the issue presented in this motion, as required by Local Rule 7.1(A)(1), and that Mr. Farraher did not object to the filing of Federal's Memorandum of Law and accompanying exhibits under seal.

**SIGNED UNDER THE PENALTIES OF PERJURY THIS 5th DAY OF
JUNE 2006.**

/s/ Mark Corner

CERTIFICATE OF SERVICE

I, Mark W. Corner hereby certify that on this date, June 5, 2006, I caused to be served the foregoing document by electronic notice, upon the following counsel of record:

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/s/ Mark Corner
Mark W. Corner